

Morgan Lewis

Brooke E. McGlinn

Associate

+1.215.963.5404

brooke.mcglinn@morganlewis.com

May 22, 2019

Via Electronic Filing

Donna Nickerson, Secretary
Delaware Public Service Commission
Cannon Building
861 Silver Lake Boulevard, Suite 100
Dover, DE 19904

Re: Notification Regarding Proposed Transfer of Assets from ExteNet Systems, Inc. to ExteNet Asset Entity, LLC

Dear Secretary Nickerson:

By this letter, ExteNet Asset Entity, LLC ("EAE"), and ExteNet Systems, Inc. ("ESI") (together, the "Parties") advise the Commission that EAE plans to acquire certain assets including customer contracts and related telecommunications network infrastructure assets of its indirect parent, ESI (the "Transaction").

As a result of the Transaction, EAE will become the service provider for those customers transferred. As described below, the Transaction is part of a plan to expand the ExteNet family of authorized operating companies to better align their businesses with current and future customer focus and growth and to obtain additional debt financing. The Transaction will be seamless and transparent to customers in terms of the services that those customers receive and the rates and terms of those services. The Transaction will not cause confusion or disruption to customers because EAE will market and perform its services under the "ExteNet" brand with which customers are familiar, will maintain the same rates and terms of service, and will use ESI's same customer service, technical, operational and managerial personnel.

EAE and ESI have each elected to be regulated under Subchapter VII-A, Chapter 1 of Title 26 of the Delaware Code. Further, the Parties do not offer switched access or basic services as defined in 26 Del. C. § 705(a)(1). Therefore, Commission approval pursuant to 26 Del. C. § 215 is not required to complete the Transaction (as defined below). Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

Morgan, Lewis & Bockius LLP

1701 Market Street
Philadelphia, PA 19103-2921
United States

+1.215.963.5000
+1.215.963.5001

Description of the Parties

EAE is a newly formed Delaware limited liability company and direct, wholly owned subsidiary of ExteNet Issuer, LLC, which in turn is wholly owned by ExteNet Guarantor, LLC, which in turn is wholly owned by ESI. ESI is a privately held Delaware corporation and a direct, wholly owned subsidiary of Odyssey Acquisition, LLC ("Odyssey"), a Delaware limited liability company. Odyssey is an indirect, wholly owned subsidiary of Mount Royal Holdings, LLC ("Parent"), a Delaware limited liability company. Parent has executive offices located at 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487. Parent has no majority owner, but rather is owned by multiple private equity firms and certain individuals in management of ESI.¹

Founded in 2002, ESI and its subsidiaries (collectively, "ExteNet") design, build, own and operate distributed networks for use by national and regional wireless service providers ("WSPs") in key strategic markets in North America. Using fiber-fed distributed antenna systems, small cells, Wi-Fi and other technologies, ExteNet deploys distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. ExteNet also provides private lines or IP-based transport services to other carrier customers.

Collectively, ExteNet holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Iowa, Maine, Montana, North Dakota, Vermont, and Wyoming.² In Delaware, the Parties holds the following authorizations:

ESI is authorized to provide local exchange and competitive intrastate telecommunications services pursuant to authority granted in Order No. 7231 on July 24, 2007. ESI elected to be regulated under Subchapter VII-A, Chapter 1 of Title 26 of the Delaware Code through a Notice of Election filed on December 10, 2015.

EAE has an application pending for certificate of public convenience and necessity to operate as competitive supplier of telecommunications services in the State of Delaware.³ EAE is electing to be regulated under Subchapter VII-A, Chapter 1 of Title 26 of the Delaware Code in its certification application filed in Docket No. 19-0056.

¹ Additional information regarding the ownership of Parent was provided in Docket No. 07-151.

² ESI subsidiaries that are authorized to provide intrastate telecommunications services in one or more states are: ESI Advanced Wireless Networks, LLC, ExteNet Systems (California) LLC, ExteNet Systems (New York), Inc., ExteNet Systems (Virginia) LLC, Hudson Fiber Network Inc., and Telecommunication Properties, LLC.

³ See Docket No. 19-0056. The Transaction will not occur until after EAE has received its certificate of public convenience and necessity to operate as competitive supplier of telecommunications services in the State of Delaware.

ESI also holds authorization from the FCC to provide domestic (interstate) telecommunications services.

Contacts

For the purposes of this filing, contacts are as follows:

Brooke E. McGlinn
Morgan Lewis & Bockius LLP
1701 Market St.
Philadelphia, PA 19103
215-963-5404 (tel)
215-963-5001 (fax)
brooke.mcglinn@morganlewis.com

With a copy to:

Ronald W. Del Sesto, Jr.
Stephany Fan
Morgan Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

And:

H. Anthony Lehv
S.V.P. and Secretary
ExteNet Systems, Inc.
3030 Warrenville Road, Suite 340
Lisle, IL 60532
compliance@util.extenetsystems.com

Description of the Transaction

The Transaction is part of a plan to expand the ExteNet family of authorized operating companies to better align their businesses with current and future customer focus and growth and to obtain additional debt financing. As a result of the Transaction, certain contracts and related network assets will be assigned from ESI to EAE, including ESI's customer accounts and contracts, antennas, fiber, and other telecommunications equipment. Following this intra-corporate transaction, EAE will primarily provide service and networks targeted to WSPs. ESI will continue to operate under its existing certificate and will continue to develop, sell, and construct new distributed networks, along with providing "lit" fiber services to commercial users and new services.

To assure seamless and uninterrupted service, all customers assigned to EAE will continue to receive service under the same rates, terms and conditions as governed their existing contracts with ESI. EAE will offer point-to-point telecommunications services to WSPs, other telecommunications carriers and communications providers. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff requirements.

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The Transaction will not cause confusion or disruption to customers because EAE will market and perform its services under the "ExteNet" brand with which customers are familiar, will provide existing customers with the same rates and terms of service, and will operate through the same customer service, technical, operational and managerial personnel, who shall remain employed by ESI.

* * * *

Please acknowledge receipt and acceptance of this electronic filing. Pursuant to the Commission's rules, a copy of this filing is being served on the Division of the Public Advocate. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

/s/ Brooke E. McGlinn (#4884)

Brooke McGlinn (DE Bar # 4884)

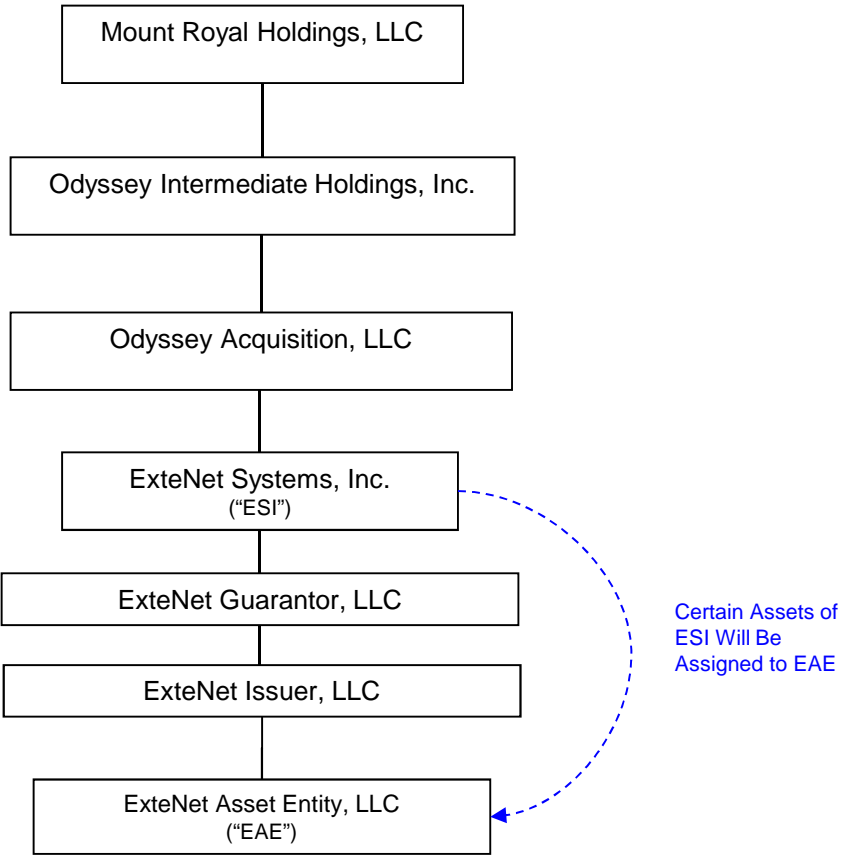
Counsel for the Parties

cc: Doug Newkirk (via e-mail)
Division of Public Advocate (820 N. French St., 4th Fl., Wilmington, DE 19801)

EXHIBIT A

Pre- and Post-Transaction Chart

Depiction of Transaction*



All ownership percentages depicted are 100%.

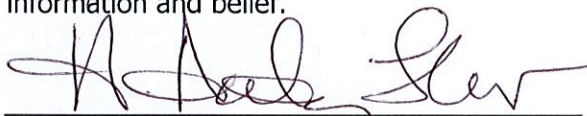
* The entities listed herein include only those entities that (1) hold authorization to provide intrastate telecommunications services in this jurisdiction or (2) are in the chain of ownership of those entities. The chart excludes all other subsidiaries of ESI.

STATE OF ILLINOIS
COUNTY OF DUPAGE

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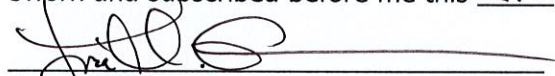
VERIFICATION

I, H. Anthony Lehv, state that I am Senior Vice President and General Counsel of ExteNet Systems, Inc.; that I am authorized to make this Verification on behalf of ExteNet Systems, Inc. and its subsidiaries, including ExteNet Asset Entity, LLC; that the facts set forth in the attached filing are true and correct to the best of my knowledge, information and belief.



H. Anthony Lehv
Senior Vice President & General Counsel
ExteNet Systems, Inc.

Sworn and subscribed before me this 21 day of May, 2019.



Notary Public

My commission expires Oct. 24, 2021

CERTIFICATE OF SERVICE

I, hereby certify that on this 22nd day of May, 2019, a copy of the foregoing Notification Regarding Proposed Transfer of Assets from ExteNet Systems, Inc. to ExteNet Asset Entity, LLC, was served via U.S. mail on:

Division of Public Advocate
820 N. French St., 4th Fl.
Wilmington, DE 19801

/s/ Brooke E. McGlinn (#4884)
Brooke E. McGlinn

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